



CORPORATION SERVICE COMPANY

RECORDATION NO. 23055-E FILED

OCT 10 '06

4-25 PM

SURFACE TRANSPORTATION BOARD



October 9<sup>th</sup>, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 512888-005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 17<sup>th</sup>, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **Conoco Phillips**  
TA 3104, PO Box 2197, Houston TX 77252

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **Conoco Phillips** covering twenty 5,150 C.F. covered hopper car with gravity gates and trough hatches (12549/12822). Non Inclusive.

Please file this memorandum as a SECONDARY document to Recordation #23055 dated 08/22/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1<sup>ST</sup> day of September, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CONOCOPHILLIPS as successor in interest to CONOCO, INC., a Delaware corporation, with an address at TA3104, PO BOX 2197, HOUSTON, TX 77252-2197 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 30, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 22, 2000 and given Recordation Number 23055.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William O'Brien  
Name: WILLIAM O'BRIEN  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CONOCOPHILLIPS

By: Danella J. McGinnis  
Name: Danella J. McGinnis  
Title: MANAGER, TRUCK & RAIL

# Schedule A

## Number of Cars

## Equipment Description

20 5,150 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	12549
2	CEFX	12572
3	CEFX	12578
4	CEFX	12579
5	CEFX	12596
6	CEFX	12629
7	CEFX	12632
8	CEFX	12680
9	CEFX	12691
10	CEFX	12701
11	CEFX	12718
12	CEFX	12727
13	CEFX	12736
14	CEFX	12752
15	CEFX	12769
16	CEFX	12780
17	CEFX	12785
18	CEFX	12788
19	CEFX	12814
20	CEFX	12822